

EXHIBIT C

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
 W. R. GRACE & CO., et al.,¹) Case No. 01-1139 (JJF)
) Jointly Administered
 Debtors.)

Objection Deadline: October 5, 2001 at 4:00 p.m.
 Hearing Date: TBD only if necessary

NOTICE OF FILING OF THIRD MONTHLY FEE APPLICATION

To: (1) The Debtors; (2) Office of the United States Trustee; (3) Counsel to the Official Committee of Unsecured Creditors; (4) Counsel to the Official Committee of Personal Injury Claimants; (5) Counsel to the Official Committee of Property Damage Claimants; (6) Counsel to the debtor-in-possession lenders (the "DIP Lenders"); and (7) Counsel to the Official Committee of Equity Holders.

Pachulski, Stang, Ziehl, Young & Jones P.C., co-counsel to the above-captioned debtors and debtors in possession in the above-captioned cases (the "Debtors"), has filed the Third Monthly Application of Pachulski, Stang, Ziehl, Young & Jones P.C. for Compensation for Services Rendered and Reimbursement of Expenses as Co-counsel to the Debtors for the Period

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

From June 1, 2001 through June 30, 2001, seeking fees in the amount of \$30,195.50 and expenses in the amount of \$37,763.45(the "Fee Application").

The Fee Application is submitted pursuant to the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members, entered by this Court on May 3, 2001 (the "Fee Order")

Objections or responses to the Fee Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 6th Floor, Wilmington, Delaware 19801, on or before **October 5, 2001 at 4:00 p.m.**

At the same time, you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312-861-2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400); (ii) counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock &

Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane, Morris & Heckscher, LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901); (iii) counsel to the Official Committee of Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212-644-6755), and Matthew G. Zaleski, III, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) counsel to the DIP Lenders, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) the Office of the United States Trustee, Attn: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302-573-6497); and (vii) counsel to the Official Committee of Equity Holders, Thomas M. Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, New York 10022 (fax number 212-715-8000).

IF NO OBJECTION IS FILED AND SERVED IN ACCORDANCE WITH THE
ABOVE PROCEDURES, THEN 80% OF FEES AND 100% OF THE EXPENSES REQUESTED

MAY BE PAID PURSUANT TO THE FEE ORDER WITHOUT FURTHER ORDER OF THE COURT OR HEARING.

IF A TIMELY OBJECTION IS FILED AND SERVED, THEN PAYMENT WILL BE MADE ACCORDING TO THE PROCEDURES SET FORTH IN THE FEE ORDER.


A HEARING ON THE FEE APPLICATION WILL BE HELD AT THE COURT'S CONVENIENCE ONLY IF OBJECTIONS OR RESPONSES ARE FILED.

Dated: September 14, 2001

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and

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.


Laura Davis Jones (Bar No. 2436)
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Co-counsel for Debtors and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-1139 (JF)
) Jointly Administered
Debtors.)

THIRD MONTHLY APPLICATION OF
PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTORS
FOR THE PERIOD FROM JUNE 1, 2001 THROUGH JUNE 30, 2001

Name of Applicant: Pachulski, Stang, Ziehl, Young & Jones P.C. ("PSZY&J").

Authorized to Provide Professional Services to: The above-captioned debtors and debtors-in-possession.

Date of Retention: May 3, 2001

Period for which Compensation and Reimbursement is Sought: June 1, 2001 through June 30, 2001

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$30,195.50.

Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary: \$37,763.45.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

This is a: xx monthly interim final application.

The total time expended for preparation of this fee application is approximately 3.00 hours and the corresponding compensation requested is approximately \$850.00.²

Prior Applications Filed:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
07/10/01	4/2/01-4/30/01	\$62,472.75	\$23,277.13	\$62,472.75	\$23,277.13
08/09/01	5/1/01-5/31/01	\$29,929.00	\$15,670.64	Pending	Pending

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed ³	Total Compensation
Laura Davis Jones	Shareholder 2000; Joined Firm 2000; Member of DE Bar since 1986	\$455.00	16.30	\$ 7,416.50
Hamid R. Rafatjoo	Associate 2000; Member of CA Bar since 1995	\$295.00	6.50	\$ 1,917.50
David W. Carickhoff	Associate 2001; Member of DE Bar since 1998	\$245.00	57.10	\$13,989.50
Rachel S. Lowy	Associate 2000; Member of DE Bar since 1998	\$225.00	.10	\$ 22.50
Karina K. Yee	Paralegal since 1996	\$115.00	.50	\$ 57.50
Cherie L. Hare	Paralegal since 1993	\$115.00	.15	\$ 17.25
Patricia E. Cuniff	Paralegal since 1998	\$105.00	45.20	\$ 4,746.00
Cheryl A. Knotts	Paralegal since 2000	\$105.00	.70	\$ 73.50
Rita M. Olivere	Case Management Assistant 2000	\$ 45.00	18.45	\$ 830.25

² The actual number of hours expended preparing this Application and the corresponding compensation requested will be set forth in PSZY&J's subsequent fee applications.

³ Some professional time that was spent during the Interim Period will be reflected in a subsequent application and some professional time that was spent during the previous Interim Period is reflected in this Application.

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed ³	Total Compensation
Christine F. Sentman	Case Management Assistant 2000	\$ 30.00	4.00	\$ 120.00
Ashley L. Grasty	Case Management Assistant 2000	\$ 30.00	13.00	\$ 390.00
Melody J. Olson	Case Management Assistant 2001	\$ 30.00	20.50	\$ 615.00

Blended Rate: \$165.45

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees Requested
Asset Disposition	1.90	\$ 395.50
Bankruptcy Litigation	6.30	\$ 2,782.50
Case Administration	103.20	\$10,374.00
Claims Administration/Objections	8.00	\$ 1,624.00
Compensation of Professionals	6.90	\$ 1,910.50
Employee Benefit/Pension	2.20	\$ 651.00
Executory Contracts	2.80	\$ 500.00
Financial Filings	6.40	\$ 1,629.00
Financing	1.10	\$ 500.50
Litigation (Non-Bankruptcy)	13.50	\$ 2,887.50
Meeting of Creditors	.20	\$ 91.00
Operations	5.80	\$ 1,484.00
Retention of Professionals	23.90	\$ 5,277.50
Stay Litigation	.30	\$ 88.50
TOTAL		<u>\$30,195.50</u>

EXPENSE SUMMARY

Expense Category	Service Provider ⁴ (If Applicable)	Total Expenses
Facsimile (\$1.00/page)		\$ 1,601.00
Reproduction (@\$.15 per page)		\$24,363.57
Express Mail	Federal Express/DHL	\$ 2,493.86
Delivery/Courier Service	Parcels, Inc.	\$ 3,461.84
Working Meals	Greenery	\$ 224.67
Travel Expense		\$ 15.00
Postage		\$ 5,033.49
Research	Westlaw	\$ 68.96
Telephone Expense		\$ 138.69
Overtime		\$ 362.37
TOTAL		<u>\$37,763.45</u>

⁴ PSZY&J may use one or more service providers. The service providers identified herein are the primary service providers for the categories described.

IN THE UNITED STATES BANKRUPTCY COURT
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W. R. GRACE & CO., et al.,¹) Case No. 01-1139 (JJF)
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THIRD MONTHLY APPLICATION OF
PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTORS
FOR THE PERIOD FROM JUNE 1, 2001 THROUGH JUNE 30, 2001

Pursuant to sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Court's Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Allowance and Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals, entered May 3, 2001 (the "Administrative Order"), Pachulski, Stang, Ziehl, Young & Jones P.C. ("PSZY&J") hereby files this Third Monthly Application of Pachulski, Stang, Ziehl, Young & Jones P.C. for

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Compensation for Services Rendered and Reimbursement of Expenses as Co-counsel to the Debtors for the Period from June 1, 2001 through June 30, 2001 (the "Application"). By this Application PSZY&J seeks a monthly interim allowance of compensation in the amount of \$30,195.50 and reimbursement of actual and necessary expenses in the amount of \$37,763.45 for a total of \$67,958.95 for the period June 1, 2001 through June 30, 2001 (the "Interim Period"). In support of this Application, PSZY&J respectfully represents as follows:

Background

1. On April 2, 2001, each of the Debtors (collectively, the "Debtors") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Pursuant to Sections 1107 and 1108 of the Bankruptcy Code, Debtors are continuing to operate their businesses and manage their properties and assets as debtors in possession. Since the Petition Date, the U.S. Trustee has appointed the following committees: Official Committee of Unsecured Creditors, Official Committee of Asbestos Personal Injury Claimants, and Official Committee of Asbestos Property Damage Claimants (collectively, the "Committees"). No trustee has been appointed in Debtors' Chapter 11 cases.

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. On April 2, 2001, the Court entered its order that Debtors' chapter 11 cases be consolidated for procedural purposes only and administered jointly.

4. By this Court's order dated May 3, 2001, Debtors were authorized to retain PSZY&J as their counsel, effective as of the respective petition dates, with regard to the

filing and prosecution of their Chapter 11 cases, and all related matters (the "Retention Order"). The Retention Order authorizes Debtors to compensate PSZY&J at PSZY&J's hourly rates charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses that it incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, all applicable local rules and orders of this Court.

5. On May 3, 2001, the Court entered its Administrative Order establishing procedures for interim compensation and reimbursement of expenses of professionals. Pursuant to the procedures set forth in that Administrative Order, professionals may request monthly compensation and reimbursement, and interested parties may object to such requests. If no interested party objects to a professional's request within twenty (20) days, the applicable professional may submit to the Court a certification of no objection authorizing the interim compensation and reimbursement of eighty percent (80%) of the fees requested and 100% of the expenses requested, subject to the filing and approval of interim and final fee applications of the professional.

Compensation Paid and Its Source

6. All Services for which PSZY&J requests compensation were performed for or on behalf of Debtors.

7. Except for the amounts paid to PSZY&J pursuant to previously approved monthly interim applications for compensation and reimbursement, if any, or a retainer, PSZY&J has received no payment and no promises for payment from any source for services rendered or

to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between PSZY&J and any other person other than the shareholders of PSZY&J for the sharing of compensation to be received for services rendered in these cases.

Fee Statements

8. The fee statement for the Interim Period is attached hereto as Exhibit A.

This statement contains daily time logs describing the time spent by each attorney and paraprofessional during the Interim Period.² To the best of PSZY&J's knowledge, this Application complies with Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Administrative Order, and the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "Delaware Local Rules"). PSZY&J's time reports are initially handwritten or typewritten by the attorney or paralegal performing the described services. The time reports are organized on a daily basis. PSZY&J is particularly sensitive to issues of "lumping," and unless time was spent in one time frame on a variety of different matters for a particular client, separate time entries are set forth in the time reports. PSZY&J's charges for its professional services are based upon the time, nature, extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code. PSZY&J has reduced its charges related to any non-working "travel time" to

²However, some professional time that was spent during the Interim Period will be reflected in a subsequent application, and some professional time that was spent during a period prior to the Interim Period will be reflected in this Application.

50% of PSZY&J's standard hourly rate. To the extent it is feasible, PSZY&J attempts to work during travel.

Actual and Necessary Expenses

9. A summary of actual and necessary expenses incurred by PSZY&J for the Interim Period is attached hereto as part of Exhibit A. PSZY&J customarily charges \$0.15 per page for photocopying expenses related to cases, such as this one, arising in Delaware. PSZY&J's photocopying machines automatically record the number of copies made when the person that is doing the copying enters the client's account number into a device attached to the photocopier. PSZY&J summarizes each client's photocopying charges on a daily basis.

10. PSZY&J charges \$1.00 per page for out-going facsimile transmissions. There is no additional charge for long distance telephone calls on faxes. The charge for outgoing facsimile reflects PSZY&J's calculation of the actual costs incurred by PSZY&J for the machines, supplies and extra labor expenses associated with sending telecopies and is reasonable in relation to the amount charged by outside vendors who provide similar services. PSZY&J does not charge fax receipts to Debtors in these cases.

11. Regarding Providers of on-line legal research (e.g., LEXIS and WESTLAW), PSZY&J charges the standard usage rates these providers charge for computerized legal research. PSZY&J bills its clients the actual cash charged by such services, with no premium. Any volume discount received by PSZY&J is passed on to the client.

12. PSZY&J believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, PSZY&J believes that such charges are

in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

Summary of Services Rendered

13. The shareholders and associates of PSZY&J who have rendered professional services in these cases for which PSZY&J seeks compensation are as follows: Laura Davis Jones, Hamid R. Rafatjoo, David W. Carickhoff and Rachel S. Lowy. The paraprofessionals of PSZY&J who provided services to these attorneys in these cases are paralegals Karina K. Yee, Cherie L. Hare, Patricia E. Cuniff and Cheryl A. Knotts. The case management assistants are Ashley L. Grasty, Christine F. Sentman, Melody J. Olson and Rita M. Olivere. PSZY&J, by and through the above-named persons, has prepared and assisted in the preparation of various pending orders submitted to the Court for consideration, advised Debtors on a regular basis with respect to various matters in connection with these cases, and performed all necessary professional services which are described and narrated in detail below. PSZY&J's efforts have been particularly extensive due to the size and complexity of Debtors' cases.

Summary of Services by Project

The services rendered by PSZY&J during the Interim Period can be grouped into the categories set forth below. PSZY&J attempted to place the services provided in the category that best relates to such services. However, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category. These services performed, by categories, are generally described below, with a more detailed

identification of the actual services provided set forth on the attached Exhibit A. Exhibit A identifies the attorneys and paraprofessionals who rendered services relating to each category, along with the number of hours for each individual and the total compensation sought for each category.

A. Asset Disposition

This category relates to services provided in connection with the disposition of Debtors' assets. During the Interim Period, PSZY&J reviewed, revised and filed Debtors' motion establishing procedures for the sale of assets having a de minimis value.

Fees: \$395.50; Total hours: 1.90

B. Bankruptcy Litigation

This category relates to services provided in connection with bankruptcy litigation issues arising in Debtors' cases. During the Interim Period, PSZY&J reviewed a motion by one of the committees formed in Debtors' cases for authority to prosecute fraudulent transfer claims.

Fees: \$2,782.50; Total hours: 6.30

C. Case Administration

Time billed to this category relates to administrative matters. In that regard, during the Interim Period, PSZY&J, among other things: (1) communicated with various parties interested in these cases and addressed issues regarding same; (2) responded to numerous inquiries by creditors; (3) maintained a current document system; (4) monitored the critical dates arising in these cases and used such information to provide the Court and interested parties with

agendas for the Court's hearings; (5) prepared for and attended omnibus hearings; (6) maintained proper service lists and calendars; and (7) assisted in coordinating the efforts of Debtors' various professionals to avoid duplication of efforts.

Fees: \$10,374.00; Total hours: 103.20

D. Claims Administration/Objections

This category relates to services provided in connection with issues related to claims administration and objections. During the Interim Period, PSZY&J, among other things, reviewed, analyzed and addressed issues regarding Debtors' motion for a case management order and establishment of a bar date.

Fees: \$1,624.00; Total hours: 8.00

E. Compensation of Professionals

This category relates to services provided in connection with issues related to compensation of professionals. During the Interim Period, PSZY&J, among other things:

(1) reviewed, analyzed and addressed issues relating to existing bills; (2) drafted and finalized PSZY&J's first fee application; (3) began drafting PSZY&J's second fee application; and (4) addressed issues regarding the filing and service of the fee applications of Debtors' other professionals.

Fees: \$1,910.50; Total hours: 6.90

F. Employee Benefit/Pension

This category relates to services provided in connection with issues related to Debtors' employees. During the Interim Period, PSZY&J, among other things: (1) served an order modifying Debtors' authority to make some payments under certain wage programs; and (2) filed an affidavit of service regarding the order approving Debtors' key employee retention program.

Fees: \$651.00; Total hours: 2.20

G. Executory Contracts

This category relates to services provided in connection with the analysis of unexpired leases and executory contracts. During the Interim Period, PSZY&J, among other things: (1) addressed issues regarding Debtors' motion to extend time to assume or reject non-residential real property leases; (2) addressed issues regarding the rejection of certain leases; and (3) responded to creditor inquiries regarding unexpired leases and executory contracts.

Fees: \$500.00; Total hours: 2.80

H. Financial Filings

This category relates to services provided in connection with Debtors' schedules of assets and liabilities (the "Schedules") and monthly operating reports. During the Interim Period, PSZY&J, among other things: (1) reviewed, analyzed and addressed issues regarding the filing of Debtors' Schedules; and (2) reviewed, analyzed and filed Debtors' monthly operating report.

Fees: \$1,629.00; Total hours: 6.40

I. Financing

This category relates to services provided in connection with debtor in possession financing. During the Interim Period, PSZY&J reviewed the proposed final debtor in possession order and the objection of Credit Lyonnais in connection therewith.

Fees: \$500.50; Total hours: 1.10

J. Litigation (non-bankruptcy)

This category relates to services provided in connection with certain non-bankruptcy related litigation. During the Interim Period, PSZY&J, among other things: (1) reviewed, analyzed and addressed issues relating to Debtors' motion to modify the existing preliminary injunction and, in connection therewith, reviewed, analyzed and filed Debtors' amended complaint; (2) reviewed and revised Debtors' motion to extend the time within which Debtors' can remove pending state court actions; and (3) reviewed, analyzed and addressed issues regarding Debtors' motion to establish settlement procedures for pending litigation and the filing thereof.

Fees: \$2,887.50; Total hours: 13.50

K. Meeting of Creditors

This category relates to services provided to Debtors in connection with the Debtors' Section 341 meeting of creditors.

Fees: \$91.00; Total hours: .20

L. Operations

Time listed in this category relates to services provided to Debtors in connection with operational issues. During the Interim Period, PSZY&J, among other things, reviewed, revised and served two motions for approval of compromises of controversies.

Fees: \$1,484.00; Total hours: 5.80

M. Retention of Professionals

This category relates to services provided in connection with obtaining approval of various professionals' employment. During the Interim Period, PSZY&J, among other things:

(1) addressed issues relating to the retention of ordinary course professionals, including the review, preparation and filing of numerous affidavits of disinterestedness submitted by the ordinary course professionals; (2) reviewed, analyzed and addressed issues relating to the retention of professionals by Debtors, and filed and served the applications relating thereto; (3) reviewed and analyzed applications for the retention of professionals by the various committees appointed in these cases; and (4) reviewed, revised and filed the application to retain a notice and claims agent.

Fees: \$5,277.50; Total hours: 23.90

N. Stay Litigation

Time listed in this category relates to services provided to Debtors in connection with automatic stay issues. During the Interim Period, PSZY&J reviewed and analyzed Debtors' opposition to a motion for relief from stay.

Fees: \$88.50; Total Hours: .30

Valuation of Services

Attorneys and paraprofessionals of PSZY&J expended a total of 182.50 hours in connection with these cases during the Interim Period, as follows:

Name of Professional Individual	Hourly Billing Rate	Total Hours Billed	Total Compensation
Laura Davis Jones	\$455.00	16.30	\$ 7,416.50
Hamid R. Rafatjoo	\$295.00	6.50	\$ 1,917.50
David W. Carickhoff	\$245.00	57.10	\$13,989.50
Rachel S. Lowy	\$225.00	.10	\$ 22.50
Karina K. Yee	\$115.00	.50	\$ 57.50
Cherie L. Hare	\$115.00	.15	\$ 17.25
Patricia E. Cuniff	\$105.00	45.20	\$ 4,746.00
Cheryl L. Knotts	\$105.00	.70	\$ 73.50
Rita M. Oliver	\$ 45.00	18.45	\$ 830.00
Christine F. Sentman	\$ 30.00	4.00	\$ 120.00
Ashley L. Grasty	\$ 30.00	13.00	\$ 390.00
Melody J. Olson	\$ 30.00	20.50	\$ 615.00

The nature of work performed by these persons is fully set forth in Exhibit A attached hereto.

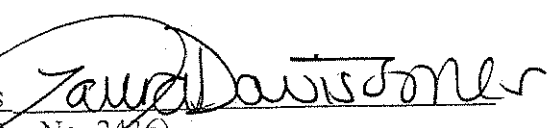
These are PSZY&J's normal hourly rates for work of this character. The reasonable value of the services rendered by PSZY&J to Debtors during the Interim Period is \$30,195.50.

In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZY&J is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Moreover, PSZY&J has reviewed the requirements of the Delaware Local Rules and believes that this Application complies with such Rules.

WHEREFORE, PSZY&J respectfully requests that the Court approve, for the period June 1, 2001, through June 30, 2001, an allowance be made to PSZY&J in the sum of \$30,195.50 as compensation for necessary professional services rendered, and the sum of \$37,763.45 for reimbursement of actual necessary costs and expenses, for a total of \$67,958.95, that such sums be authorized for payment pursuant to the Administrative Order; and provide PSZY&J such other and further relief as this Court may deem just and proper.

Dated: 8/13, 2001

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.


/s/ Laura Davis Jones

Laura Davis Jones (Bar No. 2436)

Hamid R. Rafatjoo (California Bar No. 181564)

David W. Carickhoff Jr. (Bar No. 3715)

919 North Market Street, 16th Floor

P.O. Box 8705

Wilmington, DE 19899-8705 (Courier 19801)

Telephone: (302) 652-4100

Facsimile: (302) 652-4400

Co-counsel for Debtors and Debtors in Possession

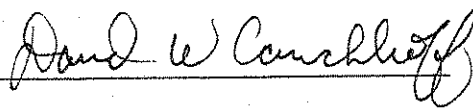
VERIFICATION

STATE OF DELAWARE :

COUNTY OF NEW CASTLE :

David W. Carickhoff, after being duly sworn according to law, deposes and says:

- a) I am an associate with the applicant law firm Pachulski, Stang, Ziehl, Young & Jones P.C., and have been admitted to appear before this Court.
- b) I have personally performed many of the legal services rendered by Pachulski, Stang, Ziehl, Young & Jones P.C. as counsel to the Committee and am thoroughly familiar with the other work performed on behalf of the Committee by the lawyers and paraprofessionals of PSZY&J.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.



David W. Carickhoff

SWORN AND SUBSCRIBED

before me this 7th day of September, 2001.


Notary Public
My Commission Expires: 9-12-02

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.

10100 Santa Monica Boulevard
 11th Floor
 Los Angeles, CA 90067

June 30, 2001

Invoice Number 48230 91100 00001 HRR

David B. Siegel, Esquire
 W.R. Grace and Co.
 7500 Grace Drive
 Columbia, MD 21044

Balance forward as of last invoice, dated: May 31, 2001 \$131,349.52

Net balance forward \$131,349.52

Re: W.R. Grace and Co.

Statement of Professional Services Rendered Through

06/30/2001

ASSET DISPOSITION [B130]

			Hours	Rate	Amount
06/26/01	DWC	Review and revise motion for order approving de minimis asset sale procedures and abandonment procedures (.8); draft notice in connection therewith (.4); address filing and service thereof (.2).	1.40	245.00	\$343.00
06/26/01	PEC	File and serve Motion for Entry of an order Establishing Procedures regarding De Minimis Assets (.30); and Draft Affidavit of Service(.20).	0.50	105.00	\$52.50

Task Code Total

1.90

\$395.50

BANKRUPTCY LITIGATION [L430]

05/01/01	LDJ	Work on finalizing documents and strategy for motion for preliminary injunction re: Chakarian, et al.	1.70	455.00	\$773.50
05/01/01	LDJ	Review omnibus Reply to Objections to Motion for Preliminary Objection Staying All Asbestos-Related and Fraudulent Tran	0.50	455.00	\$227.50
05/01/01	LDJ	Review litigation issues precedent and develop strategy	2.70	455.00	\$1,228.50
05/02/01	LDJ	Telephone conference with Sam Schwartz, Esq. re: Attic Fill motion; 5/3 hearings	0.30	455.00	\$136.50
05/04/01	LDJ	Telephone conference with Jeff Sabin, Esq. re: equity committee appointment	0.20	455.00	\$91.00
05/08/01	LDJ	Telephone conference with Jay Kapp, Esq.; Roger Higgins, Esq. re: filing response to motion for reconsideration	0.20	455.00	\$91.00
05/08/01	LDJ	Telephone conference with James Sprayregen, Esq. re: equity committee issues	0.30	455.00	\$136.50
06/27/01	DWC	Review motion of Property Damage and Personal Injury Committees for authority to prosecute fraudulent transfers.	0.40	245.00	\$98.00

Invoice number 48230

Task Code Total		6.30		\$2,782.50
CASE ADMINISTRATION [B110]				
LDJ	Telephone conference with James Sprayregen, Esq. re: overall case issues, strategy	0.30	455.00	\$136.50
LDJ	Final preparation for 5/3 hearings	0.80	455.00	\$364.00
LDJ	Conference with David Bernick, Esq. re: post-hearing tasks; going forward issues and strategy	0.50	455.00	\$227.50
LDJ	Telephone conference with James Sprayregen, Esq. re: overall case issues, strategy	0.30	455.00	\$136.50
LDJ	Telephone conference with Peter Goodman, Esq. re: first day orders; pending issues	0.30	455.00	\$136.50
LDJ	Correspondence with David Siegel, Esq. re: equity committee	0.20	455.00	\$91.00
RMO	Maintain document control .	0.25	45.00	\$11.25
RMO	Maintain document control .	0.50	45.00	\$22.50
PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.50	105.00	\$52.50
PEC	Return calls to various potential Creditors.	0.50	105.00	\$52.50
HRR	Review and analyze email from R. Thomas regarding copies of debentures.	0.10	295.00	\$29.50
PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals. -	0.60	105.00	\$63.00
DWC	Telephone conference with Sam Schwartz and Jan Baer (2x) re: filing of Zhagrus Settlement Motion and Retention Motions.	0.40	245.00	\$98.00
RMO	Maintain document control .	0.10	45.00	\$4.50
PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.80	105.00	\$84.00
PEC	Review docket and update critical dates memo.	0.50	105.00	\$52.50
RSL	Obtain docket no. 193 and fax to G. Werkheiser pre request	0.10	225.00	\$22.50
HRR	Telephone conference with R. Thomas regarding information needed.	0.10	295.00	\$29.50
PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.80	105.00	\$84.00
PEC	Return calls to various potential creditors and forward documents requested.	1.00	105.00	\$105.00
MJO	Match pleadings with Court docket.	4.00	30.00	\$120.00
MJO	Match pleadings with Court docket.	4.50	30.00	\$135.00
CAK	Maintain document control	0.10	105.00	\$10.50
PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.60	105.00	\$63.00
PEC	Return calls to various creditors regarding information received.	1.10	105.00	\$115.50
HRR	Review, analyze and address issues regarding paperflow.	0.20	295.00	\$59.00
CFS	Match pleadings with Court docket .	4.00	30.00	\$120.00
MJO	Match pleadings with Court docket.	3.50	30.00	\$105.00
RMO	Maintain document control .	2.00	45.00	\$90.00
PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.70	105.00	\$73.50
PEC	Return calls to various creditors regarding information received.	0.60	105.00	\$63.00
DWC	Draft Notice of Hearing re: varous motions scheduled for June 21, 2001 omnibus hearing (.8); telephone conference with Sam Schwartz (2x) re: matters scheduled for June 21st omnibus hearing date (.3).	1.10	245.00	\$269.50
ALG	Match pleadings with Court docket.	7.00	30.00	\$210.00
RMO	Maintain document control .	8.00	45.00	\$360.00

Invoice number 48230

91100 00001

06/12/01	PEC	File Supplemental Certificate of Service.	0.40	105.00	\$42.00
06/12/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.50	105.00	\$52.50
06/12/01	ALG	Match pleadings with Court docket.	6.00	30.00	\$180.00
06/13/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.50	105.00	\$52.50
06/14/01	RMO	Maintain document control.	3.00	45.00	\$135.00
06/14/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.80	105.00	\$84.00
06/14/01	PEC	Review docket for updates.	0.40	105.00	\$42.00
06/14/01	PEC	Update critical dates memo.	0.40	105.00	\$42.00
06/15/01	PEC	Review docket and begin drafting Agenda Notice for 6/21/01 hearing.	1.30	105.00	\$136.50
06/15/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.90	105.00	\$94.50
06/15/01	PEC	Return calls to various potential creditors regarding information received.	0.60	105.00	\$63.00
06/18/01	RMO	Maintain document control.	1.00	45.00	\$45.00
06/18/01	MJO	Match pleadings with Court docket.	2.50	30.00	\$75.00
06/18/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.50	105.00	\$52.50
06/18/01	PEC	Return calls to potential creditors.	0.50	105.00	\$52.50
06/18/01	DWC	Review and revise Agenda Notice for 6/21/01 hearing (.5); office conference with Patty Cuniff re: same (.1); telephone conference with Sam Schwartz re: same (.2).	0.80	245.00	\$196.00
06/18/01	DWC	Review updated critical dates calendar.	0.30	245.00	\$73.50
06/18/01	PEC	Drafting Agenda Notice for 6/21/01 hearing(1.5); and prepare service list for Agenda(.60).	2.10	105.00	\$220.50
06/19/01	RMO	Maintain document control.	2.80	45.00	\$126.00
06/19/01	MJO	Prepare hearing notebook.	5.00	30.00	\$150.00
06/19/01	PEC	Return calls to various potential creditors.	0.60	105.00	\$63.00
06/19/01	PEC	Draft and file Affidavit of Service regarding Agenda Notice for 6/21/01 Hearing.	0.50	105.00	\$52.50
06/19/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.50	105.00	\$52.50
06/19/01	DWC	Address State of Michigan's concern regarding improperly sent pre-petition invoice.	0.20	245.00	\$49.00
06/19/01	DWC	Revise agenda letter for 6/21 hearing and coordinate revisions with Kirkland & Ellis.	2.60	245.00	\$637.00
06/19/01	PEC	Revise and review Agenda Notice and service list for 6/21/01 Hearing(.80); and file and serve Agenda Notice and draft Affidavit of Service(.40)	1.20	105.00	\$126.00
06/20/01	MJO	Prepare hearing notebook.	1.00	30.00	\$30.00
06/20/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.50	105.00	\$52.50
06/20/01	DWC	Address revision of Agenda Notice in light of newly received objections and coordinate the same with Kirkland & Ellis.	0.60	245.00	\$147.00
06/20/01	DWC	Review memo regarding disposition of matters scheduled for 6/21 hearing.	0.30	245.00	\$73.50
06/20/01	DWC	Prepare for 6/21 hearing.	2.00	245.00	\$490.00
06/20/01	PEC	File and serve Amended Notice of Agenda for 6/21/01 hearing(.30); and draft Affidavit of Service(.20).	0.50	105.00	\$52.50
06/21/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.50	105.00	\$52.50
06/21/01	PEC	Return calls to various creditors regarding information received.	0.50	105.00	\$52.50
06/21/01	DWC	Prepare Second Amended Agenda and address filing and service thereof.	0.40	245.00	\$98.00
06/21/01	DWC	Draft letter to Judge Farnan re: Second Amended Agenda for 6/21 hearing.	0.40	245.00	\$98.00

Invoice number 48230

91100 00001

06/21/01	DWC	Attended 6/21 hearing.	3.70	245.00	\$906.50
06/21/01	DWC	Prepare for 6/21 Hearing.	2.10	245.00	\$514.50
1/01	PEC	File and serve Second Amended Agenda Notice for 6/21/01 hearing(.30); and Draft Affidavit of Service (.20).	0.50	105.00	\$52.50
06/22/01	HRR	Review, analyze and address issues regarding paperflow.	0.50	295.00	\$147.50
06/22/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.80	105.00	\$84.00
06/22/01	PEC	Review docket and update critical dates memo.	0.80	105.00	\$84.00
06/25/01	RMO	Maintain document control .	0.50	45.00	\$22.50
06/25/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.40	105.00	\$42.00
06/26/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.80	105.00	\$84.00
06/26/01	DWC	Telephone conference with Jerry Ellersdorfer re: status of case.	0.20	245.00	\$49.00
06/27/01	CLH	Prepare 7 Parcels Inc./DDR Request Forms for pleadings to be filed.	0.15	115.00	\$17.25
06/27/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.40	105.00	\$42.00
06/28/01	PEC	Update critical dates memo.	0.50	105.00	\$52.50
06/28/01	HRR	Review, analyze and address issues regarding paperflow.	0.30	295.00	\$88.50
06/29/01	PEC	Review daily correspondence and pleadings and circulate to the appropriate individuals.	0.80	105.00	\$84.00
06/29/01	HRR	Review, analyze and address issues regarding paperflow.	0.20	295.00	\$59.00
06/29/01	RMO	Maintain document control .	0.30	45.00	\$13.50
06/29/01	DWC	Review paperflow documents under 6/26/01 cover.	0.40	245.00	\$98.00
06/29/01	DWC	Review First Day Pleadings of US Gypsum and draft e-mail to Scott McMillan re: same.	1.20	245.00	\$294.00

Task Code Total

103.20

\$10,374.00

CLAIMS ADMIN/OBJECTIONS [B310]

06/25/01	DWC	Telephone conference with Jan Baer re: Motion to Establish Bar Date and related documents.	0.20	245.00	\$49.00
06/27/01	DWC	Review and revise Motion for Case Management Order, Establishment of Bar Date and Related Relief (.8); draft notice in connection therewith (.4); review and revise memorandum in support of the Motion (2.2); review list of exhibits in connection therewith (.6); telephone conference with Jan Baer and Andrew Running (2x) re: same (.3); address filing and service of the Motion, memo and exhibits (.5).	4.80	245.00	\$1,176.00
06/27/01	PEC	File and serve Exhibit to Debtors' Motion for Entry of Case Management Order, Establishment of Bar Date and Approval of Proof of Claim Form and Notice (.50); and Draft Affidavit of Service (.30)	0.80	105.00	\$84.00
06/27/01	PEC	File and serve Motion for Entry of Case Management Order, Bar Date and Approval of Proof of Claim Form and Notice (.60); and Draft Affidavit of Service (.20).	0.80	105.00	\$84.00
06/27/01	PEC	File and serve Memorandum in Support of Motion for Entry of Case Management Order (.50); and Draft and file Affidavit of Service (.30).	0.80	105.00	\$84.00
06/29/01	DWC	Address scheduling issues in connection with the July 19th hearing and the Debtors' Motion for a Case Management Order, Bar Date, and Other Related Relief.	0.60	245.00	\$147.00

Task Code Total

8.00

\$1,624.00

COMPENSATION PROF. [B160]

5/01	HRR	Telephone conference with D. Carickhoff regarding first fee application (.10); and Draft email regarding same (.10).	0.20	295.00	\$59.00
06/11/01	DWC	Review Stroock & Stroock & Lavan April Fee Application.	0.30	245.00	\$73.50
06/29/01	HRR	Conference with D. Carickhoff regarding fee application (.10); and Address issues regarding same (.10).	0.20	295.00	\$59.00
06/29/01	DWC	Review and revise K&E Second Monthly Fee Application (1.4); draft notice in connection therewith (.4); Telephone conference with Jay Kapp re: same (.2); address filing and service thereof (.2).	2.20	245.00	\$539.00
06/30/01	HRR	Draft April fee application.	1.60	295.00	\$472.00
06/30/01	HRR	Draft May fee application.	2.40	295.00	\$708.00
Task Code Total			6.90		\$1,910.50

EMPLOYEE BENEFIT/PENSION- B220

05/10/01	LDJ	Review retiree benefits issues and develop strategy	1.20	455.00	\$546.00
06/27/01	PEC	Draft and file Affidavit of Service regarding [signed] Order Authorizing Certain Key Employee Retention Programs.	0.50	105.00	\$52.50
06/27/01	PEC	Serve [signed] Order Modifying Authority of Debtors to Make Payments Under Certain Wage Programs as Authorized by an Earlier Order of this Court (.30); and Draft and file Affidavit of Service (.20)	0.50	105.00	\$52.50
Task Code Total			2.20		\$651.00

EXECUTORY CONTRACTS [B185]

06/04/01	DWC	Telephone conference with Scott Whittier of W.R. Grace and John Demmy, counsel for First Union Leasing re: walk through to inspect leased equipment.	0.40	245.00	\$98.00
06/05/01	DWC	Review objection of Daleen Technologies to Lease Rejection (.2) and discuss the same with Sam Schwartz (.3).	0.50	245.00	\$122.50
06/11/01	PEC	File Certificate of Service of R.R. Donnelly Sons' for Debtors Motion to Extend Time Assume or Reject Unexpired Leases of Non-Residential Real Property.	0.40	105.00	\$42.00
06/12/01	HRR	Telephone conference with T. Wagner regarding real property lease in Mesa, California.	0.20	295.00	\$59.00
06/13/01	DWC	Address inquiry of landlord re: tenant information.	0.30	245.00	\$73.50
06/27/01	PEC	Serve [signed] Order Granting an Extension of Time to Assume, Assume and Assign or Reject Unexpired Leases of Non-Residential Real Property (.30); and Draft and file Affidavit of Service (.20).	0.50	105.00	\$52.50
06/27/01	PEC	Serve [Signed] Order Authorizing Debtors to Assume Executory Contracts with Certain Employees (.30); and Draft and file Affidavit of Service (.20).	0.50	105.00	\$52.50
Task Code Total			2.80		\$500.00

FINANCIAL FILINGS [B110]

07/01	LDJ	Correspondence with David Carickhoff, Esq. re: schedules	0.20	455.00	\$91.00
05/14/01	LDJ	Telephone conference with David Carickhoff, Esq. re: schedules preparation	0.80	455.00	\$364.00
05/15/01	LDJ	Telephone conference with David Carickhoff, Esq. re:	0.40	455.00	\$182.00

Invoice number 48230

91100 00001

Page 6

schedules preparation

06/01/01	DWC	Address filing of Schedules and Statement of Financial Affairs of the 62 debtor entities.	2.40	245.00	\$588.00
06/01/01	KKY	Assisted with filing of Schedules and Statements of Financial Affairs	0.50	115.00	\$57.50
06/08/01	DWC	Review Debtors' Initial Monthly Operating Report (.5); address filing and service thereof (.2).	0.70	245.00	\$171.50
06/08/01	PEC	Create service list for Monthly Operating Reports (.50); and File and serve Monthly Operating Report (.30).	0.80	105.00	\$84.00
06/11/01	PEC	Draft and file Affidavit of Service regarding Initial Monthly Operating Report for W. R. Grace & Co.	0.40	105.00	\$42.00
06/12/01	DWC	Address inquiry from individual at Morgan Stanley re: schedules and statements.	0.20	245.00	\$49.00

Task Code Total

6.40

\$1,629.00

FINANCING [B230]

05/01/01	LDJ	Review Response to Objection of Credit Lyonnais to final financing order	0.30	455.00	\$136.50
05/02/01	LDJ	Review proposed final DIP order	0.80	455.00	\$364.00

Task Code Total

1.10

\$500.50

LITIGATION (NON-BANKRUPTCY)

06/01/01	DWC	Review and revise Motion to Modify Preliminary Injunction and Memorandum in Support Thereof (1.3); draft notice and certificate of service in connection therewith(.6); address filing and service thereof (.2).	2.10	245.00	\$514.50
06/05/01	DWC	Telephone conference with Jan Baer re: service issues of Motion to Modify Preliminary Injunction and Motion to Approve Settlement with Zhagrus.	0.30	245.00	\$73.50
06/07/01	DWC	Review and revise Motion for Approval of Settlement Procedures with Respect to any Actions Against Debtors (.9); draft notice of Motion (.4); Telephone conference with Sam Schwartz re: Motion (.2); address filing and service of Motion (.3).	1.80	245.00	\$441.00
06/07/01	DWC	Review and revise Motion to Extend Time to Remove Actions (.8); draft notice of Motion (.4); Telephone conference with Roger Higgins re: Motion (.2); office conference with Mike Seidl re: notice requirements for Motion (.2).	1.60	245.00	\$392.00
06/08/01	DWC	Review and revise Motion to Extend Time to Remove Actions (.4); address filing and service of Motion (.2).	0.60	245.00	\$147.00
06/11/01	DWC	Draft notice of hearing re: Debtors' Motion to Modify Preliminary Injunction.	0.40	245.00	\$98.00
06/18/01	DWC	Address inquiry of Riba Rakowski re: Motion to Amend Preliminary Objection.	0.20	245.00	\$49.00
06/18/01	DWC	Research DE cases re: settlement procedures regarding claims by and against the Debtors (.8); telephone conference with Sam Schwartz re: Settlement Procedures Motion and discussions with US Trustee re: same (.3).	1.10	245.00	\$269.50
06/18/01	DWC	Telephone conference with Frank Perch re: Motion for Settlement Procedures.	0.20	245.00	\$49.00
06/19/01	DWC	Review letter from Stuart Brown re: Motion to Modify Preliminary Injunction and telephone conference with him regarding the same.	0.30	245.00	\$73.50
06/20/01	DWC	Telephone conference with Scott Mcmillan re: Amended	0.20	245.00	\$49.00

Invoice number 48230

Adversary Complaint.

06/21/01	DWC	Review Amended Adversary Complaint (.9); Telephone conference with Laura Jones re: the same (.1); address filing and service thereof (.2).	1.20	245.00	\$294.00
06/21/01	DWC	Review Affidavit of Bert Wolff in support of Motion to Modify Preliminary Injunction and address filing and service thereof.	0.30	245.00	\$73.50
06/21/01	PEC	File and serve Affidavit of Bert L. Wolff in Support of Debtors' Motion for Preliminary Injunction(.30); and Draft Affidavit of Service(.20).	0.50	105.00	\$52.50
06/21/01	PEC	File and serve Amended Complaint for Declaratory and Injunctive Relief (.30); and Draft and file Affidavit of Service (.20).	0.50	105.00	\$52.50
06/25/01	DWC	Telephone conference with Scott McMillan re: Supplement to Motion to Modify Preliminary Injunction.	0.20	245.00	\$49.00
06/25/01	PEC	Draft Summons and Notice regarding Amended Complaint for Declaratory and Injunctive Relief.	0.80	105.00	\$84.00
06/25/01	PEC	File and serve Summons and Notice for Amended Complaint for Declaratory and Injunctive Relief.	0.50	105.00	\$52.50
06/27/01	PEC	File and serve Supplemental Information in Support of Debtors' Motion to Modify Preliminary Injunction (.40); and Draft Affidavit of Service (.30)	0.70	105.00	\$73.50

Task Code Total

13.50

\$2,887.50

MEETING OF CREDITORS[B150]

06/09/01	LDJ	Telephone conference with Jay Kapp re: Section 341 meeting	0.20	455.00	\$91.00
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Task Code Total

0.20

\$91.00

OPERATIONS [B210]

05/03/01	LDJ	Review Committee Motion for Reconsideration of first day employee payment order	0.30	455.00	\$136.50
06/04/01	DWC	Review and revise Motion of Debtors for Approval of Settlement and Performance Agreement with Zhagrus (including Settlement Agreement and underlying contract) (2.0); draft motion to shorten notice period for Motion (1.2); draft notice of motion (.4); address filing and service thereof (.3).	3.90	245.00	\$955.50
06/13/01	DWC	Telephone conference with Sam Schwartz re: Motion to Clarify Customer Programs' Order.	0.20	245.00	\$49.00
06/15/01	DWC	Draft motion re: settlement of certain tax issues with the State of Washington.	1.40	245.00	\$343.00

Task Code Total

5.80

\$1,484.00

RETENTION OF PROF. [B160]

05/02/01	LDJ	Review revised ordinary course professionals retention order	0.20	455.00	\$91.00
06/02/01	LDJ	Telephone call to Frank Perch, Esq. re: same	0.10	455.00	\$45.50
06/02/01	LDJ	Review correspondence from Frank Perch re: same	0.20	455.00	\$91.00
05/03/01	LDJ	Attend hearing re: retention of counsel; retention of other professionals' motion for temporary restraining order and preliminary injunction re: asbestos related and fraudulent	2.00	455.00	\$910.00

		transfer claims; final financing order; reclamation claims			
05/09/01	LDJ	Conference with Davide Carickhoff, Esq. re: retention of Blackstone	0.20	455.00	\$91.00
05/09/01	LDJ	Telephone conference with Jay Kapp, Esq. re: same	0.20	455.00	\$91.00
05/10/01	LDJ	Telephone conference with James Sprayregen, Esq. re: retention of Blackstone as financial advisers	0.30	455.00	\$136.50
05/10/01	LDJ	Conference with David Carickhoff, Esq. re: motion to vacate order retaining Blackstone	0.30	455.00	\$136.50
05/11/01	LDJ	Telephone conference with Bob Beber, Esq. re: professionals retention issues	0.30	455.00	\$136.50
06/01/01	PEC	File and serve Affidavit of Disinterestedness of Marrianna Dyson. Draft and file Affidavit of Service.	0.30	105.00	\$31.50
06/01/01	PEC	File and serve Affidavit of Disinterestedness of Robert Flagarty, Esquire. Draft and file Affidavit of Service.	0.30	105.00	\$31.50
06/01/01	PEC	File and serve Affidavit of Disinterestedness of Michael Ahern, Esquire. Draft and file Affidavit of Service.	0.30	105.00	\$31.50
06/01/01	PEC	File and serve Affidavit of Disinterestedness of Allan Durst, Esquire. Draft and file Affidavit of Service.	0.30	105.00	\$31.50
06/01/01	PEC	File and serve Affidavit of Disinterestedness of Stewart Holliman, Esquire. Draft and file Affidavit of Service.	0.30	105.00	\$31.50
06/01/01	PEC	File and serve Affidavit of Disinterestedness of Jeff Posner, Esquire. Draft and file Affidavit of Service.	0.30	105.00	\$31.50
06/01/01	PEC	File and serve Affidavit of Disinterestedness of Anthony Riddlesperger, Esquire. Draft and file Affidavit of Service.	0.30	105.00	\$31.50
06/01/01	PEC	File and serve Affidavit of Disinterestedness of Gary Graham, Esquire. Draft and file Affidavit of Service.	0.40	105.00	\$42.00
06/01/01	PEC	File and serve Affidavit of Disinterestedness of Terry Macdonald, Esquire. Draft and file Affidavit of Service.	0.30	105.00	\$31.50
06/01/01	PEC	File and serve Affidavit of Disinterestedness of Richard Caldwell, Esquire. Draft and file Affidavit of Service.	0.30	105.00	\$31.50
06/01/01	PEC	File and serve Affidavit of Disinterestedness of Chris Ieyoub. Draft and file Affidavit of Service.	0.30	105.00	\$31.50
06/01/01	PEC	File and serve Affidavit of Disinterestedness of David Perkoff. Draft and file Affidavit of Service.	0.30	105.00	\$31.50
06/04/01	HRR	Review and analyze certificates regarding retention of professionals.	0.20	295.00	\$59.00
06/04/01	DWC	Review and revise motion of Debtors' to retain experts (.6); draft notice of motion (.4); address filing and service thereof (.2).	1.20	245.00	\$294.00
06/04/01	DWC	Review and revise motion of Debtors' to retain Wallace King (.6); draft notice of motion (.4); address filing and service thereof (.2).	1.20	245.00	\$294.00
06/06/01	DWC	Left detailed voice message for Ted Taconelli re: Property Damage Committee's application to retain financial advisor.	0.10	245.00	\$24.50
06/06/01	DWC	Review affidavits under 327(e) of Bankruptcy Code for eight ordinary course professionals and address filing and service thereof.	0.50	245.00	\$122.50
06/06/01	DWC	Telephone conference with Jay Kapp and Roger Higgins re: Property Damage Committee's application to retain financial advisor.	0.20	245.00	\$49.00
06/07/01	CAK	Draft affidavit of service for retention application for Holmer Roberts & Owen	0.20	105.00	\$21.00
06/07/01	CAK	Prepare for filing and service of Retention application for Holmer Roberts & Owen	0.40	105.00	\$42.00
07/01	DWC	Review and revise Motion to Retain Holme Roberts and Owen (.6); draft notice of Motion (.4); address filing and service thereof (.3).	1.30	245.00	\$318.50
06/08/01	PEC	File and Serve Affidavit of Disinterestedness of C. Anthony Cleveland. Draft Affidavit of Service.	0.30	105.00	\$31.50

Invoice number 48230

06/08/01	PEC	File and serve Affidavit of Disinterestedness of Sandra Clarke, Esquire. Draft Affidavit of Service.	0.30	105.00	\$31.50
06/08/01	PEC	File and serve Affidavit of Disinterestedness of Richard Cohn, Esquire. Draft Affidavit of Service.	0.30	105.00	\$31.50
06/08/01	PEC	File and serve Affidavit of Disinterestedness of Anne E. Morgan, Esquire. Draft Affidavit of Service.	0.30	105.00	\$31.50
06/08/01	PEC	File and serve Affidavit of Disinterestedness of Paul R. Murphy. Draft Affidavit of Service.	0.30	105.00	\$31.50
06/08/01	PEC	File and serve Affidavit of Disinterestedness of Kevin M. Hogan, Esquire. Draft Affidavit of Service.	0.30	105.00	\$31.50
06/08/01	PEC	File and serve Affidavit of Disinterestedness of Christopher Richardson, Esquire. Draft Affidavit of Service.	0.30	105.00	\$31.50
06/08/01	DWC	Review and revise Motion to Retain Nelson Mullins (.8); draft notice of Motion (.4); address filing and service of Motion (.3).	1.50	245.00	\$367.50
06/08/01	DWC	Review and revise Certification of Counsel re: Blackstone Retention (.5) and address filing and service thereof (.2)	0.70	245.00	\$171.50
06/08/01	PEC	File and serve Affidavit of Disinterestedness of Arlene Fickler(.20), and Draft Affidavit of Service(.10).	0.30	105.00	\$31.50
06/12/01	PEC	File and serve Affidavit of Disinterestedness of William Rowe, Esquire. Draft Affidavit of Service.	0.40	105.00	\$42.00
06/12/01	PEC	File and serve Affidavit of Disinterestedness of Michael Moran, Esquire. Draft Affidavit of Service.	0.40	105.00	\$42.00
06/12/01	PEC	File and serve Affidavit of Disinterestedness of Eugene Bogercheitz, Esquire. Draft Affidavit of Service.	0.40	105.00	\$42.00
06/12/01	DWC	Telephone conference with Roger Higgins re; effective date of Blackstone Retention and Local Rule 2014.	0.20	245.00	\$49.00
06/12/01	DWC	Review affidavits of ordinary course professionals (8) and address filing and service thereof.	0.70	245.00	\$171.50
06/13/01	DWC	Addressed inquiry of Kevin Jones re: environmental counsel retention applications.	0.20	245.00	\$49.00
06/19/01	DWC	Telephone conference with Sam Schwartz re: implications of section 328 relief in professional retention orders.	0.20	245.00	\$49.00
06/20/01	DWC	Review Property Damage Committee's Objection to Debtors' Motion to Retain Experts.	0.30	245.00	\$73.50
06/20/01	DWC	Review Property Damage Committee's Objection to Application to Retain Wallace King as environmental counsel.	0.20	245.00	\$49.00
06/27/01	PEC	Serve [signed] Order Authorizing the Employment and Retention of Blackstone Group as Financial Advisors to the Debtors (.30); and Draft and file Affidavit of Service (.20).	0.50	105.00	\$52.50
06/27/01	PEC	Serve [signed] Order Authorizing the Retention and Employment of Wallace King Marraro & Branson PLLC as Special Litigation Counsel for the Debtors. Draft and file Affidavit of Service.	0.50	105.00	\$52.50
06/27/01	PEC	Serve [signed] Order Authorizing the Retention of Experts (.30); and Draft and file Affidavit of Service (.20).	0.50	105.00	\$52.50
06/28/01	PEC	File and serve Motion to Retain Kinsella Communication Ltd as Notice Consultant. Draft Affidavit of Service.	0.50	105.00	\$52.50
06/28/01	DWC	Review and revise Application to Retain Kinsella as Claims Notice Consultant (.9); draft notice in connection therewith (.4); address filing and service thereof (.2).	1.50	245.00	\$367.50
Task Code Total			23.90		\$5,277.50

STAY LITIGATION [B140]

06/03/01	HRR	Review and analyze opposition to motion for relief from	0.30	295.00	\$88.50
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stay.

Task Code Total

0.30

\$88.50

Total professional services:

182.50

\$30,195.50

Costs Advanced:

04/01/2001	IOM	In office meal--Acme [E111]	\$41.81
04/02/2001	IOM	In office meal--Dunkin Donuts [E111]	\$21.52
04/02/2001	TE	Travel Expense--Parking (LDJ) [E110]	\$15.00
04/03/2001	SO	Secretarial Overtime--Linda Bendlin	\$51.21
05/02/2001	FX	Fax Transmittal. [E104]	\$40.00
05/03/2001	FX	Fax Transmittal. [E104]	\$42.00
05/03/2001	IOM	In office meal--Dunkin Donuts [E111]	\$16.47
05/04/2001	PO	Postage DDI [E108]	\$91.46
05/04/2001	PO	Postage DDI [E108]	\$115.84
05/04/2001	PO	Postage DDI [E108]	\$24.50
05/04/2001	PO	Postage DDI [E108]	\$90.35
05/04/2001	RE	Reproduction Expense DDI [E101]	\$216.63
05/04/2001	RE	Reproduction Expense DDI [E101]	\$157.14
05/04/2001	RE	Reproduction Expense RE [E101]	\$276.39
05/04/2001	RE	Reproduction Expense DDI [E101]	\$53.46
05/07/2001	PO	Postage DDI [E108]	\$35.75
05/07/2001	RE	Reproduction Expense-DDI [E101]	\$37.35
05/09/2001	FE	Federal Express [E108]	\$15.60
05/09/2001	PO	Postage DDI [E108]	\$241.50
05/09/2001	RE	Reproduction Expense DDI [E101]	\$768.96
05/11/2001	FE	Federal Express [E108]	\$15.60
05/11/2001	PO	Postage DDI [E108]	\$40.15
05/11/2001	RE	Reproduction Expense DDI [E101]	\$50.22
05/15/2001	FE	Federal Express [E108]	\$7.64
05/16/2001	RE	Reproduction Expense-DDI [E101]	\$2,258.82
05/18/2001	WL	Westlaw - Legal Research [E106]	\$68.96
05/21/2001	PO	Postage [E108]	\$7.47
05/22/2001	PO	Postage [E108]	\$41.80
05/24/2001	FE	Federal Express [E108]	\$43.68
05/24/2001	PO	Postage [E108]	\$1.65
05/24/2001	PO	Postage - DDI [E108]	\$74.69
05/24/2001	RE	Reproduction Expense - DDI [E101]	\$130.95
05/25/2001	FE	Federal Express [E108]	\$21.84
05/25/2001	PO	Postage [E108]	\$137.60
05/25/2001	PO	Postage - DDI [E108]	\$281.96
05/25/2001	RE	Reproduction Expense - DDI [E101]	\$500.85
05/29/2001	FE	Federal Express [E108]	\$15.60
05/29/2001	PO	Postage [E108]	\$87.30
05/29/2001	RE	Reproduction Expense DDI [E101]	\$196.56
06/01/2001	DC	Delivery/ Courier Service--Parcels [E107]	\$55.00
06/01/2001	FE	Federal Express [E108]	\$21.84
06/01/2001	FE	Federal Express [E108]	\$297.18
06/01/2001	FE	Federal Express [E108]	\$124.59
06/01/2001	PO	Reproduction Expense.--DDI [E101] Postage [E108]	\$336.00
06/01/2001	RE	Reproduction Expense--(Kinko's). [E101]	\$28.00
06/01/2001	RE	Reproduction Expense.(in-house) [E101]	\$3.30
06/01/2001	RE	Reproduction Expense. [E101]	\$108.00
06/01/2001	RE	Reproduction Expense. [E101]	\$215.70
06/01/2001	RE	Reproduction Expense. [E101]	\$53.10
06/01/2001	RE	Reproduction Expense. [E101]	\$30.60
06/01/2001	RE	Reproduction Expense. [E101]	\$45.00
06/01/2001	RE	Reproduction Expense. [E101]	\$220.80

Invoice number 48230

06/01/2001	RE	Reproduction Expense. [E101]	\$28.35
06/01/2001	RE	Reproduction Expense. [E101]	\$91.50
06/01/2001	RE	Reproduction Expense. [E101]	\$28.35
06/01/2001	RE	Reproduction Expense. [E101]	\$34.20
06/01/2001	RE	Reproduction Expense. [E101]	\$1.20
06/01/2001	RE	Reproduction Expense--Delaware Document Imaging [E101]	\$861.30
06/02/2001	TC	Telephone Expense- GTE Airfone (LDJ) [E105]	\$7.06
06/02/2001	TC	Telephone Expense- GTE Airfone (LDJ) [E105]	\$7.06
06/02/2001	TC	Telephone Expense- GTE Airfone (LDJ) [E105]	\$7.06
06/04/2001	DC	Delivery/ Courier Service--Parcels [E107]	\$60.00
06/04/2001	FE	Federal Express [E108]	\$224.38
06/04/2001	FE	Federal Express [E108]	\$15.60
06/04/2001	FE	Federal Express [E108]	\$141.24
06/04/2001	PO	Reproduction Expense---DDI. [E101] Postage [E108]	\$332.50
06/04/2001	PO	Reproduction Expense.--DDI [E101] Postage [E108]	\$155.20
06/04/2001	RE	Reproduction Expense. [E101]	\$13.50
06/04/2001	RE	Reproduction Expense. [E101]	\$108.00
06/04/2001	RE	Reproduction Expense(Copying--in house). [E101]	\$95.40
06/04/2001	RE	Reproduction Expense.--DDI [E101]	\$838.98
06/04/2001	RE	Reproduction Expense.--DDI [E101]	\$382.32
06/05/2001	FX	Fax Transmittal. [E104]	\$4.00
06/05/2001	FX	Fax Transmittal. [E104]	\$6.00
06/05/2001	RE	Reproduction Expense.(Copying--in house) [E101]	\$2.85
06/06/2001	DC	Delivery/ Courier Service--Parcels [E107]	\$12.50
06/06/2001	FX	Fax Transmittal. [E104]	\$6.00
06/06/2001	RE	Reproduction Expense. [E101]	\$34.50
06/06/2001	RE	Reproduction Expense. [E101]	\$142.65
06/06/2001	RE	Reproduction Expense. [E101]	\$22.65
06/06/2001	SO	Secretarial Overtime--(Charmaine Miller)	\$12.69
06/07/2001	DC	Delivery/ Courier Service--Parcels [E107]	\$131.00
06/07/2001	FX	Fax Transmittal. [E104]	\$15.00
06/07/2001	PO	Postage [E108]	\$231.80
06/07/2001	RE	Reproduction Expense. [E101]	\$389.25
06/07/2001	RE	Reproduction Expense. [E101]	\$179.70
06/07/2001	RE	Reproduction Expense. [E101]	\$303.30
06/07/2001	RE	Reproduction Expense. [E101]	\$302.40
06/07/2001	RE	Reproduction Expense. [E101]	\$108.00
06/07/2001	RE	Reproduction Expense. [E101]	\$478.65
06/07/2001	RE	Reproduction Expense. [E101]	\$57.00
06/07/2001	RE	Reproduction Expense. [E101]	\$4.65
06/08/2001	DC	Delivery/ Courier Service--Parcels [E107]	\$126.50
06/08/2001	FE	Federal Express [E108]	\$239.98
06/08/2001	PO	Postage [E108]	\$205.28
06/08/2001	PO	Postage--DDI [E108]	\$156.80
06/08/2001	RE	Reproduction Expense. [E101]	\$3.90
06/08/2001	RE	Reproduction Expense. [E101]	\$10.80
06/08/2001	RE	Reproduction Expense.--DDI[E101]	\$248.40
06/08/2001	RE	Reproduction Expense. [E101]	\$2.85
06/08/2001	RE	Reproduction Expense. [E101]	\$9.60
06/08/2001	RE	Reproduction Expense. [E101]	\$278.85
06/08/2001	RE	Reproduction Expense. [E101]	\$51.00
06/08/2001	RE	Reproduction Expense. [E101]	\$124.95
06/08/2001	RE	Reproduction Expense. [E101]	\$3.30
06/08/2001	RE	Reproduction Expense. [E101]	\$39.15
06/08/2001	RE	Reproduction Expense. [E101]	\$264.00
06/08/2001	RE	Reproduction Expense. [E101]	\$81.75
06/08/2001	RE	Reproduction Expense. [E101]	\$340.50
06/08/2001	RE	Reproduction Expense. [E101]	\$326.10
06/08/2001	TC	Telephone Expense- GTE Airfone (LDJ) [E105]	\$7.06
06/08/2001	TC	Telephone Expense- GTE Airfone (LDJ) [E105]	\$7.06

06/08/2001	TC	Telephone Expense- GTE Airfone (LDJ) [E105]	\$103.39
06/09/2001	FE	Federal Express [E108]	\$36.92
06/09/2001	TSC	Tristate Courier Messenger Service [E107]	\$555.00
06/11/2001	DC	Delivery/ Courier Service--Parcels [E107]	\$30.00
06/11/2001	FX	Fax Transmittal. [E104]	\$15.00
06/11/2001	PO	Postage--DDI [E108]	\$136.22
06/11/2001	RE	Reproduction Expense.--DDI [E101]	\$313.20
06/11/2001	RE	Reproduction Expense. [E101]	\$4.65
06/11/2001	RE	Reproduction Expense. [E101]	\$26.10
06/12/2001	FE	Federal Express [E108]	\$60.48
06/12/2001	FE	Federal Express [E108]	\$10.00
06/12/2001	FE	Federal Express [E108]	\$76.08
06/12/2001	PO	Postage [E108]	\$75.24
06/12/2001	RE	Reproduction Expense. [E101]	\$5.10
06/12/2001	RE	Reproduction Expense. [E101]	\$27.60
06/12/2001	RE	Reproduction Expense. [E101]	\$2.10
06/12/2001	RE	Reproduction Expense. [E101]	\$20.40
06/12/2001	RE	Reproduction Expense. [E101]	\$36.75
06/12/2001	RE	Reproduction Expense. [E101]	\$104.85
06/12/2001	RE	Reproduction Expense. [E101]	\$121.50
06/13/2001	FE	Federal Express [E108]	\$44.93
06/13/2001	FX	Fax Transmittal. [E104]	\$23.00
06/13/2001	FX	Fax Transmittal. [E104]	\$2.00
06/13/2001	FX	Fax Transmittal. [E104]	\$2.00
06/13/2001	RE	Reproduction Expense. [E101]	\$216.30
06/13/2001	RE	Reproduction Expense. [E101]	\$99.15
06/13/2001	RE	Reproduction Expense. [E101]	\$302.85
06/13/2001	RE	Reproduction Expense. [E101]	\$15.75
06/14/2001	PO	Postage [E108]	\$1.18
06/14/2001	RE	Reproduction Expense. [E101]	\$9.00
06/14/2001	SO	Secretarial Overtime--(Charmaine Miller)	\$50.76
06/15/2001	FE	Federal Express [E108]	\$98.51
06/15/2001	SO	Secretarial Overtime--(Vanessa Preston)	\$43.08
06/16/2001	TSC	Tristate Courier Messenger Service [E107]	\$712.50
06/18/2001	FX	Fax Transmittal. [E104]	\$19.00
06/18/2001	RE	Reproduction Expense. [E101]	\$26.40
06/18/2001	RE	Reproduction Expense. [E101]	\$25.80
06/18/2001	RE	Reproduction Expense. [E101]	\$22.05
06/18/2001	RE	Reproduction Expense. [E101]	\$47.70
06/19/2001	DC	Delivery/ Courier Service - Parcels [E107]	\$30.90
06/19/2001	DC	Delivery/ Courier Service - Parcels [E107]	\$16.84
06/19/2001	DC	Delivery/ Courier Service - Parcels [E107]	\$37.50
06/19/2001	DC	Delivery/ Courier Service - Parcels [E107]	\$15.00
06/19/2001	FE	Federal Express [E108]	\$24.67
06/19/2001	FX	Fax Transmittal. [E104]	\$6.00
06/19/2001	FX	Fax Transmittal. [E104]	\$416.00
06/19/2001	RE	Reproduction Expense. [E101]	\$1.50
06/19/2001	RE	Reproduction Expense. [E101]	\$235.35
06/19/2001	RE	Reproduction Expense. [E101]	\$141.45
06/19/2001	RE	Reproduction Expense. [E101]	\$27.45
06/19/2001	RE	Reproduction Expense. [E101]	\$15.00
06/20/2001	DC	Delivery/ Courier Service - Parcels [E107]	\$369.00
06/20/2001	FX	Fax Transmittal. [E104]	\$5.00
06/20/2001	FX	Fax Transmittal. [E104]	\$5.00
06/20/2001	FX	Fax Transmittal. [E104]	\$10.00
06/20/2001	FX	Fax Transmittal. [E104]	\$6.00
06/20/2001	FX3	FX-(CORR. 6 @ 1.00 PER PG) [E104]	\$241.46
06/20/2001	PO	Postage [E108]	\$1.50
06/20/2001	RE	Reproduction Expense. [E101]	\$24.75
06/20/2001	RE	Reproduction Expense. [E101]	\$65.00

Invoice number 48230

06/21/2001	DC	Delivery/ Courier Service - Parcels [E107]	\$15.00
06/21/2001	DC	Delivery/ Courier Service - Parcels [E107]	\$33.00
21/2001	FE	Federal Express---DHL [E108]	\$190.02
06/21/2001	FX	Fax Transmittal. [E104]	\$407.00
06/21/2001	FX	Fax Transmittal. [E104]	\$4.00
06/21/2001	FX	Fax Transmittal. [E104]	\$4.00
06/21/2001	FX	Fax Transmittal. [E104]	\$4.00
06/21/2001	FX	Fax Transmittal. [E104]	\$4.00
06/21/2001	FX	Fax Transmittal. [E104]	\$4.00
06/21/2001	FX	Fax Transmittal. [E104]	\$4.00
06/21/2001	FX	Fax Transmittal. [E104]	\$3.00
06/21/2001	IOM	In office meal---Greenery [E111]	\$134.55
06/21/2001	IOM	In office meal---Aramark [E111]	\$10.32
06/21/2001	RE	Reproduction Expense. [E101]	\$1.65
06/21/2001	RE	Reproduction Expense. [E101]	\$32.40
06/21/2001	RE	Reproduction Expense. [E101]	\$55.35
06/21/2001	RE	Reproduction Expense. [E101]	\$15.60
06/21/2001	RE	Reproduction Expense. [E101]	\$67.65
06/21/2001	RE	Reproduction Expense. [E101]	\$158.25
06/21/2001	RE	Reproduction Expense. [E101]	\$105.60
06/21/2001	RE	Reproduction Expense. [E101]	\$307.05
06/21/2001	RE	Reproduction Expense. [E101]	\$41.70
06/22/2001	DC	Delivery/ Courier Service - Parcels [E107]	\$24.00
06/22/2001	FE	Federal Express--DHL [E108]	\$11.01
06/22/2001	FX	Fax Transmittal. [E104]	\$19.00
06/22/2001	FX	Fax Transmittal. [E104]	\$7.00
06/22/2001	RE	Reproduction Expense. [E101]	\$69.90
06/22/2001	RE	Reproduction Expense. [E101]	\$35.25
06/23/2001	DH	DHL- Worldwide Express	\$8.97
06/23/2001	TSC	Tristate Courier Messenger Service [E107]	\$577.50
06/25/2001	DC	Delivery/ Courier Service - Parcels [E107]	\$219.60
06/25/2001	DC	Delivery/ Courier Service - Parcels [E107]	\$15.00
06/25/2001	FE	Federal Express--DHL [E108]	\$146.67
06/25/2001	FX	Fax Transmittal. [E104]	\$7.00
06/25/2001	FX	Fax Transmittal. [E104]	\$33.00
06/25/2001	FX	Fax Transmittal. [E104]	\$23.00
06/25/2001	FX	Fax Transmittal. [E104]	\$31.00
06/25/2001	RE	Reproduction Expense. [E101]	\$126.75
06/25/2001	RE	Reproduction Expense. [E101]	\$107.55
06/25/2001	RE	Reproduction Expense. [E101]	\$178.05
06/25/2001	RE	Reproduction Expense. [E101]	\$9.00
06/25/2001	RE	Reproduction Expense. [E101]	\$70.80
06/25/2001	RE	Reproduction Expense. [E101]	\$30.75
06/25/2001	RE	Reproduction Expense. [E101]	\$13.50
06/25/2001	RE	Reproduction Expense. [E101]	\$4.50
06/25/2001	RE	Reproduction Expense. [E101]	\$3.00
06/26/2001	FE	Federal Express--DHL [E108]	\$139.12
06/26/2001	PO	Postage--DDI [E108]	\$138.06
06/26/2001	PO	Postage--DDI [E108]	\$164.02
06/26/2001	RE	Reproduction Expense. [E101]	\$8.10
06/26/2001	RE	Reproduction Expense. [E101]	\$36.75
06/26/2001	RE	Reproduction Expense--DDI [E101]	\$264.60
06/26/2001	RE	Reproduction Expense--DDI [E101]	\$380.70
06/26/2001	SO	Secretarial Overtime--Vanessa Preston	\$32.31
06/27/2001	DC	Delivery/ Courier Service - Parcels [E107]	\$30.00
06/27/2001	FE	Federal Express--DHL [E108]	\$235.42
06/27/2001	FX	Fax Transmittal. [E104]	\$31.00
06/27/2001	PO	Postage--DDI [E108]	\$1,236.00
06/27/2001	PO	Postage [E108]	\$15.80
06/27/2001	RE	Reproduction Expense--DDI [E101]	\$6,396.39

06/27/2001	RE	Reproduction Expense. [E101]	\$205.95
06/27/2001	RE	Reproduction Expense. [E101]	\$53.10
06/27/2001	RE	Reproduction Expense. [E101]	\$2.55
06/27/2001	RE	Reproduction Expense. [E101]	\$37.05
06/27/2001	RE	Reproduction Expense. [E101]	\$40.35
06/27/2001	RE	Reproduction Expense. [E101]	\$37.80
06/27/2001	RE	Reproduction Expense. [E101]	\$64.20
06/27/2001	RE	Reproduction Expense. [E101]	\$49.65
06/27/2001	RE	Reproduction Expense. [E101]	\$1.50
06/27/2001	RE	Reproduction Expense. [E101]	\$223.35
06/27/2001	RE	Reproduction Expense. [E101]	\$73.80
06/27/2001	RE	Reproduction Expense. [E101]	\$81.90
06/27/2001	RE	Reproduction Expense. [E101]	\$86.16
06/27/2001	SO	Secretarial Overtime--Vanessa Preston	\$73.79
06/28/2001	DH	DHL- Worldwide Express	\$142.78
06/28/2001	PO	Postage [E108]	\$5.70
06/28/2001	RE	Reproduction Expense. [E101]	\$41.10
06/28/2001	RE	Reproduction Expense. [E101]	\$122.25
06/28/2001	RE	Reproduction Expense. [E101]	\$8.10
06/28/2001	RE	Reproduction Expense. [E101]	\$450.00
06/28/2001	RE	Reproduction Expense. [E101]	\$86.16
06/28/2001	SO	Secretarial Overtime--Vanessa Preston	\$30.00
06/29/2001	DC	Delivery/ Courier Service - Parcels [E107]	\$113.50
06/29/2001	FE	Federal Express--DHL [E108]	\$25.00
06/29/2001	FX	Fax Transmittal. [E104]	\$193.13
06/29/2001	PO	Postage [E108]	\$16.05
06/29/2001	RE	Reproduction Expense. [E101]	\$95.70
06/29/2001	RE	Reproduction Expense. [E101]	\$155.85
06/29/2001	RE	Reproduction Expense. [E101]	\$7.50
06/29/2001	RE	Reproduction Expense. [E101]	\$45.30
06/29/2001	RE	Reproduction Expense. [E101]	\$14.40
06/29/2001	RE	Reproduction Expense. [E101]	\$183.60
06/29/2001	RE	Reproduction Expense. [E101]	\$256.05
06/29/2001	RE	Reproduction Expense. [E101]	\$39.00
06/30/2001	DH	DHL- Worldwide Express	\$720.00
06/30/2001	TSC	Tristate Courier Messenger Service [E107]	

Total Expenses:

\$37,763.45

Summary:

Total professional services	\$30,195.50
Total expenses	\$37,763.45
	<hr/>
Net current charges	\$67,958.95
	<hr/>
Net balance forward	\$131,349.52
	<hr/>
Total balance now due	\$199,308.47

Billing Summary

ALG	Grasty, Ashley L.	13.00	\$30.00	\$390.00
CAK	Knotts, Cheryl A.	0.70	\$105.00	\$73.50
CFS	Sentman, Christine F.	4.00	\$30.00	\$120.00
CLH	Hare, Cherie L.	0.15	\$115.00	\$17.25
DWC	Carickhoff, David W	57.10	\$245.00	\$13,989.50
HRR	Rafatjoo, Hamid R.	6.50	\$295.00	\$1,917.50
KKY	Yee, Karina K.	0.50	\$115.00	\$57.50
LDJ	Jones, Laura Davis	16.30	\$455.00	\$7,416.50
MJO	Olson, Melody J.	20.50	\$30.00	\$615.00
PEC	Cuniff, Patricia E.	45.20	\$105.00	\$4,746.00
RMO	Olivere, Rita M.	18.45	\$45.00	\$830.25
RSL	Lowy, Rachel S.	0.10	\$225.00	\$22.50
		182.50		\$30,195.50

Task Code Summary

		Hours	Amount
AD	ASSET DISPOSITION [B130]	1.90	\$395.50
BL	BANKRUPTCY LITIGATION [L430]	6.30	\$2,782.50
CA	CASE ADMINISTRATION [B110]	103.20	\$10,374.00
CO	CLAIMS ADMIN/OBJECTIONS [B310]	8.00	\$1,624.00
CP	COMPENSATION PROF. [B160]	6.90	\$1,910.50
EB	EMPLOYEE BENEFIT/PENSION- B220	2.20	\$651.00
EC	EXECUTORY CONTRACTS [B185]	2.80	\$500.00
FF	FINANCIAL FILINGS [B110]	6.40	\$1,629.00
FN	FINANCING [B230]	1.10	\$500.50
LN	LITIGATION (NON-BANKRUPTCY)	13.50	\$2,887.50
MC	MEETING OF CREDITORS [B150]	0.20	\$91.00
OP	OPERATIONS [B210]	5.80	\$1,484.00
RP	RETENTION OF PROF. [B160]	23.90	\$5,277.50
SL	STAY LITIGATION [B140]	0.30	\$88.50
		182.50	\$30,195.50

Expense Code Summary

Delivery/Courier Service	\$896.84
DHL- Worldwide Express	\$121.76
Federal Express [E108]	\$2,372.10
Fax Transmittal. [E104]	\$1,595.00
FX-(CORR. 1 @ 1.00 PER PG) [E1	\$6.00
Working Meals [e111]	\$224.67
Postage [E108]	\$5,033.49
Reproduction Expense. [E101]	\$24,363.57
Overtime	\$362.37
Telephone Expense [E105]	\$138.69
Travel Expense [E110]	\$15.00
Delivery/Courier Service	\$2,565.00
Westlaw - Legal Research [E106]	\$68.96
	\$37,763.45

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

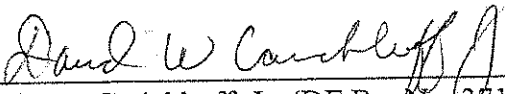
In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-1139 (JJF)
) Jointly Administered
Debtors.)

CERTIFICATE OF SERVICE

I, David W. Carickhoff, Jr., hereby certify that on the 14th day of September 2001, I caused a copy of the following documents to be served on the individuals on the attached service list in the manner indicated:

Notice of Filing of Third Monthly Fee Application; and

**Third Monthly Application of Pachulski, Stang, Ziehl, Young & Jones P.C.
for Compensation for Services Rendered and Reimbursement of Expenses as
Co-Counsel to the Debtors for the Period from June 1, 2001 through June 30,
2001.**


David W. Carickhoff, Jr. (DE Bar No. 3715)

1 The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Grace Fee Application Service List

Case Number: 01-1139 (JJF)

Document Number: 23451

04 -- Hand Delivery

08 -- Federal Express

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